

## **EXHIBIT YY**

From: Mark Groussman  
Sent: Tue 5/10/2016 2:27 PM (GMT-05:00)  
To: Robert Ladd  
Cc: Andrew Wallin; Mark Groussman; Ariel Luna  
Bcc:  
Subject: MGT WARRANT CONVERSION ATTACHED  
Attachments: CCE05102016.pdf

5/10/2016

[https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842\\_ex10-2.htm](https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842_ex10-2.htm)

### NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 600 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

in lawful money of the United States; or

[if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DTC 158  
Account: Melch Davis Inc.  
Account 5499

[SIGNATURE OF HOLDER]

Name of Investing Entity:

Signature of Authorized Signatory of Investing Entity:

Name of Authorized Signatory:

Title of Authorized Signatory:

Date:

*Melch Davis Inc.*  
*Maia Gransman*  
*President*  
*5/10/16*

[https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842\\_ex10-2.htm](https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842_ex10-2.htm)

17/18

From: John Stetson  
Sent: Tue 5/10/2016 7:21 PM (GMT-05:00)  
To: Robert Ladd  
Cc:  
Bcc:  
Subject: NOTICE OF EXERCISE - GRQ Roth  
Attachments: NOTICE OF EXERCISE.pdf; ATT00001.txt

Please see revised from GRQ Roth. The 1,000,000 was previously sent in error.

**NOTICE OF EXERCISE**

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 960,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

X in lawful money of the United States; or

[ ] [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

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(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DTC: 0052

Account: GRQ Consultants, Inc. Roth 401K FBO Barry Honig

Account #: .9309

Name of Investing Entity: GRQ Consultants, Inc. Roth 401K FBO Barry Honig

Signature: Barry Honig

Name of Authorized Signatory: Barry Honig

Title of Authorized Signatory: Trustee

Date: 5/10/16

From: John Stetson  
Sent: Tue 5/10/2016 3:09 PM (GMT-05:00)  
To: Robert Ladd  
Cc:  
Bcc:  
Subject: MGT Warrant Exercise  
Attachments: MGT - Warrant Exercise 250,000.pdf

Please process attached.

John

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 250,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

in lawful money of the United States; or

[ ] [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DWAC 0052  
Account: Stetson Capital Investments, Inc.  
Acct #: 9535  
Delaney Equity

[SIGNATURE OF HOLDER]

Name of Investing Entity: Stetson Capital Investments, Inc.  
Signature of Authorized Signatory of Investing Entity: Juli S.  
Name of Authorized Signatory: John Stetson  
Title of Authorized Signatory: President  
Date: 5/10/16

From: John O'Rourke  
Sent: Thu 5/12/2016 7:37 AM (GMT-05:00)  
To: Robert Ladd  
Cc:  
Bcc:  
Subject: Warrant Exercise for ATG Capital  
Attachments: Scan\_2016\_05\_12\_08\_43\_09\_220.pdf

Rob,

Please process the attached exercise of 200,000 warrants for ATG Capital LLC and send payment instructions.

Thanks,

--  
John O'Rourke  
(610) 247-3917

**NOTICE OF EXERCISE**

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 200000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

In lawful money of the United States; or

[if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

Broker No. 0052  
Account No. 3233

[SIGNATURE OF HOLDER]

Name of Investing Entity: ATG Capital LLC  
Signature of Authorized Signatory of Investing Entity: J. O'Rourke  
Name of Authorized Signatory: John O'Rourke  
Title of Authorized Signatory: Managing Member  
Date: 5/13/2016

Message

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**From:** Christian Paez  
**Sent:** 5/12/2016 6:18:43 PM  
**To:** rladd@mgtci.com <rladd@mgtci.com>  
**CC:** Mike Brauser <mike@marlincapital.com>; Ben Brauser <ben@marlincapital.com>  
**Subject:** MGT Exercise of 800K Warrants - Grander401K  
**Attachments:** 2016-05-12 MGT Notice of Exercise 800K - Grander401K.pdf

Good Afternoon Mr. Ladd,

On behalf of Michael Brauser and Grander Holdings, Inc. 401k, please see the attached Notice of Exercise for the 800K shares.

Per your conversation with Benjamin Brauser, the DWAC instructions are included in the attached Notice of Exercise.

Lastly, the wire payment is on its way, please confirm with us when it hits and let us know if there is anything else you need from us.

Thank you

Christian Paez  
Analyst  
(305) 576-9219

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 800,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

in lawful money of the United States; or

[ ] [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

\_\_\_\_\_  
(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to: DWAC Instructions :

Grandeur Holdings Inc. 401k

Acct #: \_\_\_\_\_ - 9184

MGT  
Wedbush 0103

[SIGNATURE OF HOLDER]

Name of Investing Entity: Grandeur Holdings, Inc. 401k

Signature of Authorized Signatory of Investing Entity: \_\_\_\_\_

Name of Authorized Signatory: Michael Brauser

Title of Authorized Signatory: Trustee

Date: May 12, 2016

